

Exhibit B

Proposed Order

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-1(b)	
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<i>Co-Counsel for Debtors and Debtors in Possession</i>	
In re:	Chapter 11
BED BATH & BEYOND INC., <i>et al.</i> ,	Case No. 23-13359 (VFP)
Debtors. ¹	(Jointly Administered)

**ORDER GRANTING DEBTORS' MOTION TO DETERMINE TAX LIABILITY AND STAY
PROCEEDINGS AS TO CERTAIN CALIFORNIA TAXING AUTHORITIES**

The relief set forth on the following pages, numbered two (2) through three (3), is **ORDERED**.

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.ra.kroll.com/BBBY>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 650 Liberty Avenue, Union, New Jersey 07083.

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Debtors: BED BATH & BEYOND INC., *et al.*

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LIABILITY AND STAY PROCEEDINGS AS TO CERTAIN CALIFORNIA
TAXING AUTHORITIES

Upon the *Debtors' Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities* (the "Motion")² on behalf of the Debtors Bed Bath & Beyond Inc. and its affiliated debtors, for entry of an order (this "Order"), pursuant to sections 105(a) and 505 of the Bankruptcy Code determining market values to establish the bases upon which to compute taxes for tax year 2023 for the California Counties and to stay state proceedings; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b)(2); and it appearing that proper and adequate notice of the Motion has been given and that no other of further notice is necessary; and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefor

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 505(a) of the Bankruptcy Code, the Court finally determines that the Revised Fair Market Values set forth on the Assessment Schedule attached as Exhibit 1 to the Lammert Declaration are the appropriate bases upon which the California Counties are to compute taxes for the tax year 2023 for the Property.
3. All tax related administrative or state proceedings (whether administrative hearings, administrative appeals, judicial appeals, or state court litigation) related to the valuation of the Property and related deadlines shall be stayed from entry of this Order until the Court orders otherwise. This Order does not preclude the parties from informal settlement efforts.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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4. Nothing contained in this Order shall impair the rights of the Debtors to seek, pursuant to section 505 of the Bankruptcy Code, a refund of any taxes previously paid with respect to the Property.

5. Nothing in the Motion or this Order shall be deemed or construed to (a) constitute an admission as to the validity or priority of any claim against the Debtors and/or (b) constitute a waiver of the Debtors' or their successors' rights to dispute the any claims asserted related to the taxes associated with the Property.

6. The requirement set forth in Local Rule 9013-1(a)(3) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Omnibus Objection or otherwise waived.

7. Notwithstanding any applicability of any of the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Debtors or their successors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

9. This Court shall retain jurisdiction over all matters arising from or related to the implementation and interpretation of this Order.